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11/21/2016

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: ENERGY XXI LTD, et al., Debtors.¹	§ § § § § §	Case No. 16-31928 (Chapter 11) Jointly Administered
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**ORDER (A) ADJOURNING THE CONFIRMATION
HEARING AND EXTENDING RELATED DEADLINES AND (B) EXTENDING
THE FILING EXCLUSIVITY PERIOD AND SOLICITING EXCLUSIVITY PERIOD**

WHEREAS, on July 15, 2016, this Court entered the *Order (A) Approving the Disclosure Statement and the Form and Manner of Service Related Thereto, (B) Setting Dates for the Objection Deadline and Hearing Relating to Confirmation of the Plan, and (C) Granting Related Relief* [Docket No. 805] (the “**Disclosure Statement Order**”) approving the Debtors’ *Third Amended Disclosure Statement for the Debtors’ Proposed Joint Chapter 11 Plan of Reorganization* [Docket No. 809] (the “**Disclosure Statement**”);² and

WHEREAS, on October 21, 2016, this Court entered the *Amended Order (A) Adjourning the Confirmation Hearing and Extending Related Deadlines and (B) Extending the Filing*

¹ The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Anglo-Suisse Offshore Pipeline Partners, LLC (9562), Delaware EPL of Texas, LLC (9562), Energy Partners Ltd., LLC (9562), Energy XXI GOM, LLC (0027), Energy XXI Gulf Coast, Inc. (8595), Energy XXI Holdings, Inc. (1638), Energy XXI, Inc. (2108), Energy XXI Leasehold, LLC (8121), Energy XXI Ltd (9286), Energy XXI Natural Gas Holdings, Inc. (7517), Energy XXI Offshore Services, Inc. (4711), Energy XXI Onshore, LLC (0308), Energy XXI Pipeline, LLC (5863), Energy XXI Pipeline II, LLC (8238), Energy XXI Services, LLC (3999), Energy XXI Texas Onshore, LLC (0294), Energy XXI USA, Inc. (8552), EPL of Louisiana, L.L.C. (9562), EPL Oil & Gas, Inc. (9562), EPL Pioneer Houston, Inc. (9749), EPL Pipeline, L.L.C. (1048), M21K, LLC (3978), MS Onshore, LLC (8573), Natural Gas Acquisition Company I, LLC (0956), Nighthawk, L.L.C. (9562), and Soileau Catering, LLC (2767). The location of the Debtors’ U.S. corporate headquarters and the Debtors’ service address is: 1021 Main Street, Suite 2626, Houston, Texas 77002.

² Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Disclosure Statement or the Previous Scheduling Order (unless otherwise noted).

Exclusivity Period and Soliciting Exclusivity Period [Docket No. 1563] (the “**Previous Scheduling Order**”); and

WHEREAS, the Debtors have filed (a) their *Second Amended Proposed Joint Plan of Reorganization* (the “**Plan**”), and (b) their *Second Supplement to Third Amended Disclosure Statement* (“**Second Disclosure Statement Supplement**”); and

WHEREAS, the Debtors, certain noteholders who are members of the ad hoc group of Second Lien Noteholders, the Creditors’ Committee, certain noteholders who are members of the ad hoc group of EGC Unsecured Noteholders, and certain noteholders who are members of the ad hoc group of EPL Unsecured Noteholders have entered into a Plan Support Agreement (“**PSA**”) to support the Plan; and

WHEREAS, the Debtors, certain noteholders who are members of the ad hoc group of Second Lien Noteholders, the Creditors’ Committee, certain noteholders who are members of the ad hoc group of EGC Unsecured Noteholders, and certain noteholders who are members of the ad hoc group of EPL Unsecured Noteholders have agreed to the schedule set forth below, solely for purposes of a confirmation hearing on the Plan; and

~~**WHEREAS**, to the Debtors’ knowledge, the Equity Committee agrees to the schedule set forth below, other than the second sentence of paragraph 4 and the language included in paragraph 13;~~

WHEREAS, solely for purposes of a confirmation hearing on the Plan, the Court finds that the schedule set forth below is in the best interests of the Debtors, their estates and creditors, and any parties in interest; and good and sufficient cause appearing therefor;

NOW, THEREFORE, HAVING CONSIDERED THE FOREGOING, IT IS HEREBY ORDERED THAT:

A. Extension of Debtors' Filing Exclusivity Period and Soliciting Exclusivity Period

1. Pursuant to section 1121(d) of the Bankruptcy Code, the Debtors' Filing Exclusivity Period (as defined in the Bridge Order, Docket No. 1013) under section 1121(b) of the Bankruptcy Code is hereby extended to the earlier of: (i) December 16, 2016 and (ii) immediately following the conclusion of the Confirmation Hearing.

2. Pursuant to section 1121(d) of the Bankruptcy Code, the Debtors' Soliciting Exclusivity Period (as defined in the Bridge Order) under section 1121(c)(3) of the Bankruptcy Code is hereby extended to December 16, 2016.

3. The foregoing extension of the Debtors' Filing Exclusivity Period is without prejudice to (a) the right of any party to seek to terminate exclusivity, (b) the Debtors' right to file additional motions seeking to extend exclusivity and (c) the Debtors' right to seek to extend the Soliciting Exclusivity Period.

B. Dates and Deadlines Related to the Confirmation Hearing

4. Any amended or supplemented expert reports in support of Plan confirmation shall be filed by November 23, 2016. In addition, by November 23, 2016 the Debtors shall identify their existing management, compensation for management, and management incentive plan, and shall describe the rights of input held by other constituents as to the Management Incentive Plan and the identities and compensation of post-petition management consistent with section 1129(a)(5) of the Bankruptcy Code to the extent that such terms are not reserved for the New Board's determination.

5. If Parkman Whaling LLC is to be designated as an expert in connection with the Confirmation Hearing, any expert reports of Parkman Whaling shall be filed by November 23, 2016.

6. Any amended or supplemented expert reports in opposition to Plan confirmation shall be filed by December 5, 2016.

7. Additional depositions, limited to: (a) one deposition of Peter Laurinaitis as expert witness for the Debtors, (b) two depositions of the Debtors' corporate representatives, and (c) one deposition of Scott Johnson as expert witness for the Equity Committee, may be held from November 25, 2016 to December 8, 2016.

8. The deadline for parties in interest to exchange witness and exhibit lists in connection with the Confirmation Hearing (including hearings on the Miscellaneous Pending Motions, as defined below, that are being considered as part of the Confirmation Hearing) is December 9, 2016. Such witness and exhibit lists shall be exchanged in electronic form, and exchange in paper copy shall not be required. The Parties shall coordinate to deliver a consolidated set of such witness and exhibit lists to the Court. Any requirements of the Local Rules to the contrary are hereby waived.

9. The deadline for parties in interest to file objections, if any, to confirmation of the Plan is extended to December 9, 2016 at 4:00 p.m. (Central Time).

10. The deadline for parties in interest to file objections, if any, to the Debtors' rejection or assumption of executory contracts and unexpired leases, and any cure claims associated therewith, is extended to November 28, 2016.

11. The deadline to vote to accept or reject the Plan is extended to December 5, 2016 at 4:00 p.m. (Central Time).

12. The deadline for the Debtors' Solicitation Agent to file a preliminary voting report is extended to December 9, 2016 at 4:00 p.m. (Central Time), or as soon as reasonably practicable thereafter.

13. The deadline for parties in interest to file memoranda of law ~~in support of~~ ^{with respect to} confirmation of the Plan is extended to December 12, 2016 at 12:00 p.m. (Central Time). Any party may file a reply prior to the commencement of the confirmation hearing.

14. The Confirmation Hearing will commence before the Honorable David R. Jones, Chief Bankruptcy Judge for the Southern District of Texas, Houston Division at the United States Courthouse, Room 400, 515 Rusk Street, Houston Texas 77002 on December 13, 2016 at 9:00 a.m. (Central Time) and will continue from day-to-day thereafter on dates that are convenient for the Court.

C. Dates and Deadlines Regarding Adjourned Pleadings

15. Without limitation, the following motions and joinders remain pending as of the date of this order:

- a. Debtors' *Exclusivity Extension Motion* [Docket No. 816];
- b. Equity Committee's Joinder [Docket No. 1547] to Creditors' Committee's *Objection to Second Lien Parties' Claims* [Docket No. 1082];
- c. Equity Committee's Limited Objection to Proof of Claims Filed by Delaware Trust, Trustee for EPL Notes [Docket No. 1542] (the "***Equity Committee EPL Notes Claim Objection***");
- d. Equity Committee's Limited Objection to Proof of Claims Filed by Wilmington Trust, Trustee for EGC Notes [Docket No. 1543] (the "***Equity Committee EGC Notes Claim Objection***");
- e. Equity Committee's Motion to Compel Production of Records from BDO USA, LLP [Docket No. 1537] (the "***BDO Motion***");
- f. Equity Committee's Motion to Certify Equity Interest Owners as an Official Class and Approve the Equity Committee's Claim as a Class Claim [Docket No. 1549] (the "***Class Certification Motion***"); and

- g. Equity Committee's Motion to Temporarily Allow Class Proof of Claim for Voting Purposes [Docket No. 1637] (the "*Temporary Allowance Motion*").

The motions and joinders listed in this paragraph 15 are referred to below as the "*Miscellaneous Pending Motions*."³

16. The deadline for parties in interest to respond to the Miscellaneous Pending Motions is extended to November 28, 2016 at 5:00 p.m. (Central Time)—excluding the BDO Motion, to which responses already have been filed. The Miscellaneous Pending Motions, other than the BDO Motion and the Temporary Allowance Motion, shall be considered and adjudicated by the Bankruptcy Court as part of the Confirmation Hearing. The Temporary Allowance Motion shall be considered and adjudicated by the Bankruptcy Court at a hearing on **December 1, 2016 at 2:30 p.m.** (Central Time).

17. For the avoidance of doubt, a withdrawal by the Creditors' Committee of its Motion to Vacate [Dkt. No. 1236] shall not impact the Equity Committee's joinder thereto.

18. The deadlines set forth in this Order may be amended by the agreement of all Parties. All Parties reserve the right to seek leave of the Bankruptcy Court to modify any deadlines.

19. This Order is entered in contemplation of a confirmation hearing on the Plan. Without limiting the reservation of rights in paragraph 18, all parties in interest reserve all rights—including the right to seek leave to modify deadlines—with respect to any amended plan that might be filed.

20. The Bankruptcy Court retains jurisdiction to hear and determine all matters arising from or related to implementation, interpretation, or enforcement of this Order.

³ Terms italicized but not defined in paragraph 15 have the meanings given to them in the Previous Scheduling Order.

Signed: November 21, 2016.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

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